

RECORDATION NO. 21213 A FILED

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MANAGEMENT
SIS


Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

~~SURFACE TRANSPORTATION BOARD~~

David A. Shelton
General Attorney

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E-mail: David.Shelton@nscorp.com

February 13, 2012
EQ000003

VIA UPS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of February 2, 2012 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of February 2, 2012 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of January 30, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21212, 21213 and 21214, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Document #1:

Lessor: ORIX Proxima Corporation
c/o ORIX Corporation
21F Mita NN Building
4-1-23 Shima
Minato-ku, Tokyo 108-0014
Japan

Lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #2:

Mortgagee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #3:

Mortgagee: The Norinchukin Bank, New York Branch
245 Park Avenue, 21st Floor
New York, NY 10167-0104

The equipment covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
27	General Electric Dash 9-40CW Locomotives	C-C	9129-9155

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Office of Proceedings
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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of February 2, 2012, to terminate the Lease Agreement with Recordation No. 21212 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

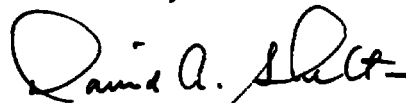
Document #2:

Release of Lessor Security Agreement dated as of February 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21213 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of January 30, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21214 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton". The signature is stylized with a large, looped initial "D" and a long, horizontal stroke extending to the right.

David A. Shelton

Enclosures

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RELEASE OF LESSOR SECURITY AGREEMENT

WHEELS TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as mortgagee under that certain Chattel Mortgage and Security Agreement dated as of February 2, 1998, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), by ORIX Proxima Corporation ("Mortgagor") in favor of the Railroad, hereby certifies that the Agreement has been terminated pursuant to Section 1.4 thereof, to wit: the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement) pursuant to Section 19 of the Lease (as defined in the Agreement), and Mortgagor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

WHEREFORE, the Railroad, pursuant to Section 1.4 of the Agreement, hereby declares the Agreement to be satisfied and cancelled and consents that the same be discharged of record.

IN WITNESS WHEREOF, the Railroad has caused its name to be signed hereto by one of its corporate officers this 2nd day of February, 2012.

NORFOLK SOUTHERN
RAILWAY COMPANY

By: Marta R. Stewart
Name: Marta R. Stewart
Title: Vice President and Treasurer

COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

On this 2nd day of February, 2012, before me, a Notary Public, personally appeared Marta R. Stewart, to me personally known, who, being by me duly sworn, says she is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Hogan
Notary Public

My commission expires:

June 30, 2013

